

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-01-09** | Period of Report: **2013-01-01**
SEC Accession No. [0000091142-13-000005](#)

(HTML Version on secdatabase.com)

REPORTING OWNER

Wheeler Kevin J.

CIK: **1566416**

Type: **3** | Act: **34** | File No.: **001-00475** | Film No.: **13520129**

Mailing Address

*A. O. SMITH CORPORATION
500 TENNESSEE WALTZ
PARKWAY
ASHLAND CITY TN 37015*

ISSUER

SMITH A O CORP

CIK: **91142** | IRS No.: **390619790** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **3630** Household appliances

Mailing Address

*11270 WEST PARK PLACE
MILWAUKEE WI 53224*

Business Address

*11270 WEST PARK PLACE
MILWAUKEE WI 53224
4143594000*

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	02/28/2011
Estimated average burden hours per response	0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section
17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person <u>Wheeler Kevin J.</u> (Last) (First) (Middle) A. O. SMITH CORPORATION, 500 TENNESSEE WALTZ PARKWAY (Street) ASHLAND CITY, TN 37015 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/ Year) 01/01/2013	3. Issuer Name and Ticker or Trading Symbol <u>SMITH A O CORP [AOS]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) ___ Other (specify below) <u>Senior VP and President & GM</u>	5. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person
---	---	--	--

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/ Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	(1)	(1)	Common Stock	3,150	\$ 0	D	
Employee Stock Options (Right to Buy)	(2)	(2)	Common Stock	10,300	\$ 0	D	

Explanation of Responses:

1. Restricted stock units were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 1,050 restricted stock units were granted on 02/08/2010; 800 restricted stock units were granted on 02/07/2011; and 1,300 restricted stock units were granted on 02/13/2012. The restricted stock units become payable in Common Stock on the vesting date, which is three years after the grant date.
2. Employee stock options were granted under the A. O. Smith Combined Incentive Compensation Plan, a transaction exempt under Rule 16b-3: 1,950 employee stock options were granted on 02/09/2009 and became exercisable in three annual installments of 1/3 of the award starting on 02/09/2010; 2,8500 employee stock options were granted on 02/08/2010 and became exercisable in three annual installments of 1/3 of the award starting on 02/08/2011; 2,000 employee stock options were granted on 02/07/2011 and became exercisable in three annual installments of 1/3 of the award starting on 02/07/2012; 3,500 employee stock options were granted on 02/13/2012 and become exercisable in three annual installments of 1/3 of the award starting on 02/13/2013. All employee stock options expire ten years after the date of the award.

Signatures

James F. Stern, Attorney-in-Fact for Kevin J. Wheeler

01/09/2013

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

